

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GGC INTERNATIONAL LIMITED,

Plaintiff,

v.

ROGER VER,

Defendant.

Case No. 1:23-cv-01560 (GHW)

**AFFIRMATION OF MICHAEL D.
HANDELSMAN, ESQ IN SUPPORT
OF RESPONSE TO
ORDER TO SHOW CAUSE**

I, MICHAEL D. HANDELSMAN, an attorney duly admitted to practice law before this Court hereby affirm as follows:

1. I am a Partner with the law firm of Kelman PLLC.
2. Our firm represents Roger Ver in the above referenced matter.
3. I am fully familiar with the facts set forth herein based upon my own personal knowledge.
4. I submit this Affirmation in Support of Defendant Roger Ver's Response to an Order to Show Cause in this matter, dated March 6, 2023.
5. On January 21, 2023, Plaintiff GGC International Limited, ("GGCI"), commenced a civil action in the Supreme Court of the State of New York, County of New York, by filing a Summons with notice naming Mr. Roger Ver as defendant.
6. On February 24, 2023, Defendant Mr. Roger Ver filed a Notice of Removal with the United States District Court for the Southern District of New York.
7. On March 1, 2023, the Court Ordered Mr. Ver to Show Cause as to why this action should not be dismissed for lack of subject matter jurisdiction.

8. On June 15, 2020, the parties entered into a “Master Confirmation Agreement for Roger Ver” (hereinafter “Master Confirmation”). This agreement was limited to Bitcoin Cash Call Transactions only. A true and correct copy of the Master Confirmation is attached hereto as Exhibit A.

9. The Master Confirmation contains a representation by GGCI that it “is not a multibranch party and acts from its office in New York.” (See, Ex. A at p. 6).

10. On June 22, 2020, the parties entered into an “Amended and Restated Master Confirmation Agreement for Virtual Currency Put and Call Options Transactions” (hereinafter “Restated Master Confirmation”). This agreement was designed to cover puts and calls in Bitcoin, Etherum, and any other currency that fell under the broad definition of virtual currencies contained therein, including Bitcoin Cash. Therefore, it superseded and replaced the Master Confirmation.

11. It appears as though the parties affixed their signatures to a sample confirmation attached to the Restated Master Confirmation. Neither party has claimed that the Restated Master Confirmation is somehow unenforceable.

12. The Restated Master Confirmation also contains a representation by GGCI that it “is not a multibranch party and acts from its office in New York.” (See, Ex. B at p. 7).

13. A true and correct copy of the Restated Master Confirmation is attached hereto as Exhibit B.

I, Michael D. Handelsman, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Affirmation.

Dated: New York, New York
March 6, 2023

KELMAN PLLC

s/: Michael D. Handelsman
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